

BALL, JANIK & NOVACK
ATTORNEYS AT LAW
1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

November 7, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is **Lease Supplement (SPT 1995-D) No. 1**, a secondary document, dated November 7, 1995. The primary document to which this is connected is recorded under Recordation No. 19477. We request that this document be recorded under Recordation No. 19477-D.

The names and addresses of the parties to Lease Supplement (SPT 1995-D) No. 1 are:

Lessor:

State Street Bank and Trust Company of Connecticut, National Association (as
successor in interest to State Street Bank and Trust Company)
750 Main Street
Hartford, CT 06103

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by Lease Supplement (SPT 1995-D) No. 1 consists of 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

II. The second document is **Trust Indenture Supplement (SPT 1995-D) No. 1**, a secondary document, dated November 7, 1995. The primary document to which this is

19477-D+E
FILED 1425
NOV 7 1995 - 10 42 AM
INTERSTATE COMMERCE COMMISSION



Interstate Commerce Commission
Washington, D.C. 20423-0001

11/7/95

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/7/95 at 10:40AM , and assigned recordation number(s). 19477-D, 19477-E and 19517-A,

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100844012)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19477-D
NOV 7 1995 10 29 AM

LEASE SUPPLEMENT (SPT 1995-D) NO. 1

Dated November 7, 1995

between

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION (as successor in interest to State Street Bank and Trust Company),Lessor

and

SOUTHERN PACIFIC TRANSPORTATION COMPANY,

Lessee

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS LEASE SUPPLEMENT, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, STATE STREET BANK AND TRUST COMPANY (AS SUCCESSOR IN INTEREST TO THE FIRST NATIONAL BANK OF BOSTON), NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (SPT 1995-D), DATED AS OF JUNE 15, 1995, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 24 OF THE LEASE. THIS LEASE SUPPLEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THAT COUNTERPART TO BE DEEMED THE ORIGINAL COUNTERPART FOR CHATTEL PAPER PURPOSES CONTAINS THE RECEIPT THEREFOR EXECUTED BY STATE STREET BANK AND TRUST COMPANY (AS SUCCESSOR IN INTEREST TO THE FIRST NATIONAL BANK OF BOSTON), AS INDENTURE TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 30 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November __, 1995 at ____ M. Recordation Number 19477-__, and deposited in the office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on November __, 1995 at ____ M.

LEASE SUPPLEMENT (SPT 1995-D) NO. 1

LEASE SUPPLEMENT (SPT 1995-D) No. 1 dated November 7, 1995 (this "Lease Supplement") between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION (as successor in interest to State Street Bank and Trust Company), not in its individual capacity, but solely as Owner Trustee ("Lessor") under the Trust Agreement, and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Lessee");

WITNESSETH:

WHEREAS, Lessor and Lessee have heretofore entered into that certain Lease of Railroad Equipment (SPT 1995-D) dated as of June 15, 1995 (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in Appendix A to the Lease; and

WHEREAS, the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the purchase by the Lessor and lease by Lessor to the Lessee of the Units thereunder as and when purchased by Lessor in accordance with and subject to the terms of the Lease;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

1. Lessee hereby acknowledges and confirms that it has inspected and approved the Units set forth on Schedule 1 hereto at the time and on the dates set forth in the applicable Certificate(s) of Acceptance and such Units comply in all material respects with the specifications for such Units and are in good working order.

2. Lessor hereby confirms delivery and lease to Lessee, and Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, the Units listed on Schedule 1 hereto.

3. Lessee hereby represents and warrants that no Event of Loss has occurred with respect to the Units set forth on Schedule 1 hereto as of the date hereof.

4. The Funding Date of the Units described above is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. The amounts comprising the aggregate Equipment Cost of the Units leased hereunder are set forth on Schedule 1 hereto. The Basic Rent, Stipulated Loss Values, Termination Values and EBO Amount applicable in respect of the Units are set forth, respectively, on Schedules 3, 4, 5 and 6 to the Participation Agreement.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to Lessor for each Unit leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease of Railroad Equipment, dated as of June 15, 1995", the "Lease Agreement, dated as of June 15, 1995" or the "Lease, dated as of June 15, 1995," or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION (as successor in interest to State
Street Bank and Trust Company),
not in its individual capacity, but solely as Owner
Trustee

By: 

Name: JAMES E SCHULTZ

Title: ASSISTANT SECRETARY

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

LESSOR:

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION (as successor
not in its individual capacity, but solely as Owner in interest to
Trustee State Street Bank
and Trust Company)

11-7-95

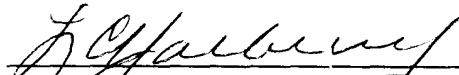
By: _____

Name:

Title:

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: 

Name: L. C. Yarberry

Title: Vice President-Finance

SPT 1995-D

COMMONWEALTH OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 30th day of November, 1995, before me personally appeared JAMES E. SCHULTZ to me personally known, who, by me being duly sworn, says that he is Asst. Secretary of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION (as successor in interest to State Street Bank and Trust Company), and that the foregoing instrument was signed on such day on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

STEVEN SAVAGE
Notary Public

STEVEN SAVAGE
Notary Public
My Commission Expires July 12, 2002

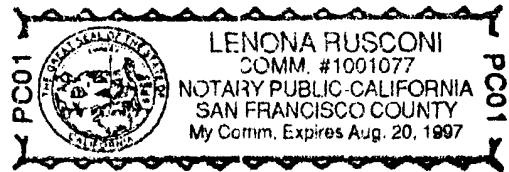
SPT 1995-D

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On October 27, 1995, before me, Lenona Rusconi, Notary Public, personally appeared L. C. Yarberry, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lenona Rusconi
Notary Public



Schedule 1
to
LEASE SUPPLEMENT
(SPT 1995-D) NO.1

Description of Equipment

<u>No. Of Units</u>	<u>Description Of Equipment</u>	<u>Road Numbers</u>	<u>Equipment Cost per Unit</u>
75	General Electric AC4400 CW Diesel- Electric Freight Locomotives (with Harris Locotrol III equipment)	SP 303-377, inclusive	\$1,736,436.00

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
November 7, 1995
Page 2

connected is recorded under Recordation No. 19477. We request that this document be recorded under Recordation No. 19477-E.

The name and address of the party to Trust Indenture Supplement (SPT 1995-D) No. 1 is:

Owner Trustee:

State Street Bank and Trust Company of Connecticut, National Association (as
successor in interest to State Street Bank and Trust Company)
750 Main Street
Hartford, CT 06103

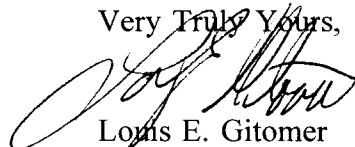
A description of the equipment covered by Trust Indenture Supplement (SPT 1995-D) No. 1 consists of 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

A fee of \$42.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) Lease Supplement (SPT 1995-D) No. 1 between State Street Bank and Trust Company of Connecticut, National Association (as successor in interest to State Street Bank and Trust Company), 750 Main Street, Hartford, CT 06103, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) Trust Indenture Supplement (SPT 1995-D) No. 1 by State Street Bank and Trust Company of Connecticut, National Association (as successor in interest to State Street Bank and Trust Company), 750 Main Street, Hartford, CT 06103, both covering 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures